

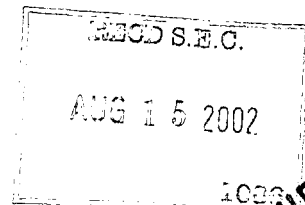
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10/18/02

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

FORM 13F COVER PAGE



Report for the Calendar Year or Quarter Ended: June 30, 2002

Check here if Amendment []; Amendment Number: _____

This Amendment (Check only one.):
☐ is a restatement.
☐ adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Scepter Holdings, Inc.
Address: 800 Brazos, Suite 1100, Austin, TX 78701

Form 13F File Number: 28-10108

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: William Holloway
Title: Authorized Signatory
Phone: 972-237-2922

Signature, Place, and Date of Signing:

[Signature]

Fort Worth, TX
[City, State]

August 13, 2002
[Date]

PROCESSED

JAN 02 2003

THOMSON
FINANCIAL

Report Type (Check only one.):

☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

CONFIDENTIAL TREATMENT DENIED

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 11

Form 13F Information Table Value Total: 191,751
(thousands)

Confidential information has been omitted from this Form 13F and filed separately with the Securities and Exchange Commission.

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
1	28-10109	Amalgamated Gadget, L.P.
2		Geoffrey Raynor

Confidential
Treatment Requested

CONFIDENTIAL TREATMENT REQUESTED

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
<u>Name of Issuer</u>	<u>Title of Class</u>	<u>CUSIP Number</u>	<u>Value (X\$1000)</u>	<u>Shares or Principal Amount</u>	<u>SH/ PRN</u>	<u>Put/ Call</u>	<u>Voting Authority</u>
AMERITRADE HLDG CORP	NOTE 5.750% 8/0	03072HAB5	3,833	4,860,000	PRN		<u>Sole</u> X <u>Shared</u> <u>None</u>
COX COMMUNICATION INC NEW	NOTE .4269% 4/1	224044AX5	63,401	159,500,000	PRN		X
FOUR SEASONS HOTEL INC	NOTE 9/2	35100EAD6	26,648	85,000,000	PRN		X
GENESCO INC	NOTE 5.500% 4/1	371532AL6	21,084	17,625,000	PRN		X
INTERPUBLIC GROUP COS INC	NOTE 1.80% 9/1	460690AF7	21,600	24,000,000	PRN		X
LEVEL 3 COMMUNICATIONS INC	NOTE 6.000% 9/1	52729NAG5	6,240	24,000,000	PRN		X
LEVEL 3 COMMUNICATIONS INC	NOTE 6.00% 3/1	52729NAS9	6,000	24,000,000	PRN		X
ONI SYSTEMS CORP	NOTE 5.000%10/1	68273FAA1	19,418	27,350,000	PRN		X
PERSONNEL GROUP AMER INC	NOTE 5.750% 7/0	715338AE9	4,523	10,053,000	PRN		X
TRIQUINT SEMICONDUCTOR INC	NOTE 4.000% 3/0	89674KAB9	12,802	16,900,000	PRN		X
VIOPHARMA INC	NOTE 6.000% 3/0	928241AC2	6,202	17,050,000	PRN		X